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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)**

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**AMDOCS LIMITED**

(Name of Subject Company (Issuer))

**Amdocs Limited**

(Name of Filing Persons (Offeror))

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**0.50% Convertible Senior Notes due 2024**  
(Title of Class of Securities)

**02342TAC3**

**02342TAD1**

(CUSIP Number of Class of Securities)

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**Elizabeth W. McDermon**

**Amdocs, Inc.**

**1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017**

**Telephone: (314) 212-8328**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

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*The Commission is requested to send copies of all communications to:*

**Robert A. Schwed, Esq.**

**Jason L. Kropp, Esq.**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**7 World Trade Center,**

**250 Greenwich Street New York, New York 10007**

**(212) 230-8800**

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- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$132.00

Form or Registration No.: Schedule TO-I

Filing party: Amdocs Limited

Date filed: 3/14/2014

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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## INTRODUCTORY STATEMENT TO AMENDMENT NO. 2

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO-I filed by Amdocs Limited, a company organized under the laws of the Island of Guernsey (“Amdocs”), with the Securities and Exchange Commission on March 14, 2014, as amended and supplemented on March 28, 2014 (the “Schedule TO”), relating to an offer to purchase for cash, on the terms and subject to the conditions set forth in the Notice of Put Right and Offer to Purchase, dated March 14, 2014 (as it may be supplemented or amended from time to time, the “Offer to Purchase”), and the related Letter of Transmittal (as it may be supplemented or amended from time to time, the “Letter of Transmittal”), any and all of its outstanding 0.50% Convertible Senior Notes due 2024 (the “Notes”). Copies of the Offer to Purchase and the Letter of Transmittal were previously filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO.

Capitalized terms used in this amendment and not otherwise defined herein have the meanings given to them in the Offer to Purchase and the Schedule TO.

### **Item 1—Summary Term Sheet, Item 4 – Terms of the Transaction and Item 11 – Additional Information.**

Items 1, 4 and 11 of the Schedule TO and the sections of the Offer to Purchase referred to in such Items are hereby amended and supplemented by adding the following:

“On April 11, 2014, Amdocs issued a press release announcing that it had extended the tender offer until 5:00 p.m., Eastern time, on April 14, 2014. A copy of this press release is filed as Exhibit (a)(5)(ii) to Amendment No. 2 to the Schedule TO and is incorporated by reference into the Schedule TO.”

### **Item 12. Exhibits.**

The information set forth in Item 12 is hereby amended and supplemented by adding immediately following the reference to Exhibit (a)(5)(i) the following:

“(a)(5)(ii) Press Release Regarding Extension of Offer, dated April 11, 2014.”

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

AMDOCS LIMITED

By: /s/ Elizabeth W. McDermon

Elizabeth W. McDermon

*Secretary and Authorized Signatory*

Date: April 11, 2014

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(i)	Notice of Put Right and Offer to Purchase, dated March 14, 2014.*
(a)(1)(ii)	Letter of Transmittal, dated March 14, 2014.*
(a)(1)(iii)	Letter to Clients, dated March 14, 2014.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated March 14, 2014.*
(a)(5)(i)	Press Release Regarding Offer, dated March 14, 2014.*
(a)(5)(ii)	Press Release Regarding Extension of Offer, dated April 11, 2014.
(d)(1)	Indenture, dated as of March 5, 2004, between Amdocs Limited and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee, for 0.50% Convertible Senior Notes due 2024 (incorporated by reference to Exhibit 99.1 to Amdocs' Report on Form 6-K, filed March 5, 2004). *
(d)(2)	Registration Rights Agreement, dated as of March 5, 2004, between Amdocs Limited and Morgan Stanley & Co. Incorporated, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 99.2 to Amdocs' Report on Form 6-K, filed March 5, 2004). *
(g)	None.
(h)	None.

\* Previously filed.

**Amdocs Announces Extension of Cash Offer  
in Connection with Holders' Put Rights for  
0.50% Convertible Senior Notes due 2024**

ST. LOUIS, MO, April 11, 2014 — Amdocs Limited (NASDAQ: DOX), the leading provider of customer experience systems innovation, today announced it has extended the cash offer for its 0.50% Convertible Senior Notes due 2024 (the "Notes").

The cash offer, which was previously scheduled to expire at 9:00 a.m., Eastern time, on April 11, 2014 has been extended, and will now expire at 5:00 p.m., Eastern time, on April 14, 2014. Tenders of Notes must be made prior to the extended expiration of the cash offer and may be withdrawn at any time prior to that time. Except for this extension, the cash offer remains subject to all other terms and conditions set forth in Amdocs' Notice of Put Right and Offer to Purchase dated March 14, 2014 previously filed as Exhibit (a)(1)(i) to the Schedule TO related to the cash offer, which was originally filed with the Securities and Exchange Commission on March 14, 2014.

As of 9:00 a.m., Eastern time, on April 11, 2014, holders of Notes had validly tendered, and not withdrawn, Notes with an aggregate principal amount of approximately \$618,000.

**About Amdocs**

For more than 30 years, Amdocs has ensured service providers' success and embraced their biggest challenges. To win in the connected world, service providers rely on Amdocs to simplify the customer experience, harness the data explosion, stay ahead with new services and improve operational efficiency. The global company uniquely combines a market-leading BSS, OSS and network control and optimization product portfolio with value-driven professional services and managed services operations. With revenue of \$3.3 billion in fiscal 2013, Amdocs and its 21,000 employees serve customers in more than 70 countries. Amdocs Limited is registered at the Companies Registry in Guernsey and has been assigned company number 19528, with its registered office situated at Hirzel House, Smith Street, St. Peter Port, Island of Guernsey, GY1 2NG. For more information, visit Amdocs at [www.amdocs.com](http://www.amdocs.com).

**Media Contact:**

Elizabeth W. McDermon  
Vice President, Corporate Strategy  
Amdocs  
314-212-8328  
E-mail: [dox\\_info@amdocs.com](mailto:dox_info@amdocs.com)